

Client Code: MANNK.001CP2

RECORDATION FORM COVER SHEET
PATENTS ONLY**COPY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (List using letters or numbers for multiple parties) CTL ImmunoTherapies Corp. Additional name(s) of conveying party(ies) attached? (<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No)		2. Name and address of receiving party(ies): Name: MannKind Corporation Internal Address: Street Address: 28903 North Avenue Paine City: Valencia State: CA ZIP: 91355 Additional name(s) of receiving party(ies) attached? (<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No)	
3. Nature of conveyance: (<input type="checkbox"/> Assignment (<input type="checkbox"/> Security Agreement (X) Merger (<input type="checkbox"/> Change of Name (<input type="checkbox"/> Other: Execution Date: (List as in section 1 if multiple signatures) December 23, 2002		4. US or PCT Application number(s) or US Patent number(s): (X) Patent Application No.: 09/776,232 Filing Date: February 2, 2001 Additional numbers attached? (<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No)	
5. Party to whom correspondence concerning document should be mailed: Customer No. 20,995 Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14 th Floor Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: MANNK.001CP2		6. Total number of applications and patents involved: 1	
7. Total fee (37 CFR 1.21(h)): \$40 (X) Authorized to be charged to deposit account		8. Deposit account number: 11-1410 Please charge this account for any additional fees which may be required, or credit any overpayment to this account.	
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.			
Sheila R. Gibson Name of Person Signing		Signature _____ Date _____	
54,120 Registration No.			
Total number of pages including cover sheet, attachments and document: 3			

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
 Director, U.S. Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450
 Facsimile Number: (703) 306-5995

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COPY

PAGE 1

Delaware

The First State

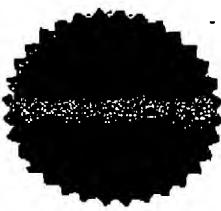
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALLEGURE CORP.", A DELAWARE CORPORATION,

"CTL IMMUNOTHERAPIES CORP.", A DELAWARE CORPORATION,

WITH AND INTO "MANNKIND CORPORATION" UNDER THE NAME OF "MANNKIND CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2254871 8100N

AUTHENTICATION: 2166069

020792240

DATE: 12-23-02

COPY

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/23/2002
020792240 - 1234871

**CERTIFICATE OF OWNERSHIP AND
MERGER OF SUBSIDIARIES INTO PARENT**

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CTL IMMUNOTHERAPIES CORP. AND ALLECURE CORP.
INTO
MANNKIND CORPORATION**

MannKind Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of capital stock of CTL ImmunoTherapies Corp., a Delaware corporation, and all of the outstanding shares of each class of capital stock of AlleCure Corp., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 15th day of December, 2002, determined to merge into itself CTL ImmunoTherapies Corp. and AlleCure Corp. on the conditions set forth in such resolutions:

RESOLVED: That MannKind Corporation merges into itself its subsidiary, CTL ImmunoTherapies Corp., and its subsidiary, AlleCure Corp., and assumes all of said subsidiaries' liabilities and obligations;

FURTHER RESOLVED: That the President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said CTL ImmunoTherapies Corp. and said AlleCure Corp. into this corporation and to assume said subsidiaries' liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware.

FOURTH: That the mergers of CTL ImmunoTherapies Corp. and AlleCure Corp. into MannKind Corporation shall not become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, but shall become effective on December 31, 2002.

IN WITNESS WHEREOF, said MannKind Corporation has caused its corporate seal to be affixed and this certificate to be signed by David Thomson, its authorized officer, this 16th day of December, 2002.

MANNKIND CORPORATION

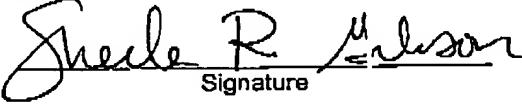
By _____
Title _____

10036980_1.DOC

Client Code: MANNK.001CP1

RECORDATION FORM COVER SHEET
PATENTS ONLY**COPY**

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3. Nature of conveyance: () Assignment () Security Agreement (X) Merger () Change of Name () Other: Execution Date: (List as in section 1 if multiple signatures) December 23, 2002		4. US or PCT Application number(s) or US Patent number(s): (X) Patent Application No.: 09/380,534 Filing Date: September 1, 1999 Additional numbers attached? () Yes (X) No	
5. Party to whom correspondence concerning document should be mailed: Customer No. 20,995 Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14 th Floor Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: MANNK.001CP1		6. Total number of applications and patents involved: 1	
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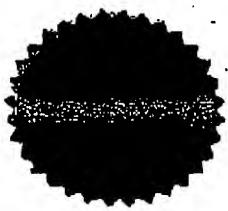
Delaware

The First State

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Harriet Smith Windsor, Secretary of State

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PAGE 9/10 * RCVD AT 5/23/2005 5:52:29 PM [Eastern Daylight Time] * SVR:USPTO-EFXRF-1/0 * DNIS:8729306 * CSID:16192350176 * DURATION (mm:ss):03:00

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/23/2002
020792260 - 2234871

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MERGER OF SUBSIDIARIES INTO PARENT**

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MANNKIND CORPORATION

By David Thomson
Title Secretary

10656980_1.DOC